

RECORDATION NO. 28486 FILED

JAN 12 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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January 12, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 3-7956

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: CF Industries, Inc.  
300 Pike Street  
Cincinnati, OH 45202]

Section Chief  
January 12, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

69 railcars within the series ACFX 220140 - ACFX 220552 as more particularly set forth in the attachment to the document


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JAN 12 '10 -8 00 AM

**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to CF Industries, Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

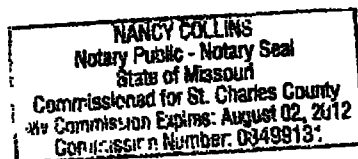
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



*Nancy Collins*  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### CF Industries Incorporated

Contract 3-7956 dated 12/5/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220140
	Tank	ACFX	220141
	Tank	ACFX	220142
	Tank	ACFX	220143
	Tank	ACFX	220144
	Tank	ACFX	220145
	Tank	ACFX	220146
	Tank	ACFX	220147
	Tank	ACFX	220148
	Tank	ACFX	220149
	Tank	ACFX	220150
	Tank	ACFX	220151
	Tank	ACFX	220152
	Tank	ACFX	220153
	Tank	ACFX	220155
	Tank	ACFX	220156
	Tank	ACFX	220157
	Tank	ACFX	220158
	Tank	ACFX	220159
	Tank	ACFX	220160
	Tank	ACFX	220161
	Tank	ACFX	220162
	Tank	ACFX	220165
	Tank	ACFX	220166
	Tank	ACFX	220167
	Tank	ACFX	220168
	Tank	ACFX	220169
	Tank	ACFX	220170
	Tank	ACFX	220171
	Tank	ACFX	220173
	Tank	ACFX	220174
	Tank	ACFX	220176
	Tank	ACFX	220180
	Tank	ACFX	220185

# Schedule A

## Equipment

### CF Industries Incorporated

Contract 3-7956

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220191
	Tank	ACFX	220195
	Tank	ACFX	220196
	Tank	ACFX	220197
	Tank	ACFX	220199
	Tank	ACFX	220202
	Tank	ACFX	220203
	Tank	ACFX	220205
	Tank	ACFX	220206
	Tank	ACFX	220207
	Tank	ACFX	220208
	Tank	ACFX	220211
	Tank	ACFX	220215
	Tank	ACFX	220216
	Tank	ACFX	220499
	Tank	ACFX	220500
	Tank	ACFX	220501
	Tank	ACFX	220502
	Tank	ACFX	220503
	Tank	ACFX	220504
	Tank	ACFX	220505
	Tank	ACFX	220506
	Tank	ACFX	220507
	Tank	ACFX	220508
	Tank	ACFX	220509
	Tank	ACFX	220510
	Tank	ACFX	220511
	Tank	ACFX	220512
	Tank	ACFX	220513
	Tank	ACFX	220514
	Tank	ACFX	220515
	Tank	ACFX	220516
	Tank	ACFX	220517
	Tank	ACFX	220518

**Schedule A**

Equipment

**CF Industries Incorporated**

**Contract 3-7956**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
69	Tank	SHPX	220552

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/12/2010



\_\_\_\_\_  
Robert W. Alvord